This FINANCING STATEMENT is presented to a filing o	officer for filling pursuent to the Uniform Commercial Code	: 3. Meturity date (if env):
1. Dibber(s) (Last Name First) and address(es) Hillcrest Foods, Inc. 905 Iowa Street Lawrence, Douglas County, Kansas 66604	2. Secured Party(les) and address(es) Fleming Companies, Inc. 4725 N.W. Highway 24 P.O. Box 298 Topeka, Kansas 66601	For Filling Officer (Date, Time, Number and Filling Office) FILED
All fixtures now owned and proceeds. Record Owner: Hird, Inc. Legal Description: See Attack	hereafter acquired and FIXTURE FILIN	G ON SUSTIFTER Assigned of Secured Party
	Please file with Douglas Co Register of Deed	is.
Check [X] if covered: (X Proceeds of Collateral ar		red Number of Additional Sheets, if any
Hillcrest Foods, Inc.		ompanies, Inc.
James F. Lewis, President (1) FILING OFFICER COPY—ALPHABETICAL FORM KBA-UCC-1—KANSAS UNIFORM COMMERCIAL CO	Form Approved by	Mangold, Vice Fresident